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08-04-1999

Docket No. JW(140)T02

FORM PTO-1594

(Rev. 10-96)

OMB No. 0651-0C11 (exp. 4/94)



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R SHEET

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Guardian Royalty Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 28, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/285,305; 75/591,877

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert V. Vickers

Internal Address: _____

Street Address: VICKERS, DANIELS & YOUNG
2000 TERMINAL TOWER
CLEVELAND, OHIO 44113-2235

2. Name and address of receiving party(ies):

Name: Guardian Royalty LLC

Internal Address: _____

Street Address: 32 West State Street

City Sharon State PA ZIP 16146

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Limited Liability Company

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

B. Trademark registration No.(s) 1,644,152

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 3

7. Total fee(37 CFR 3.41):.....\$ 90.00

Enclosed

You are authorized to charge our deposit account for any additional fee required.

8. Deposit account number: 22-0347

_____ A duplicate copy of this form is attached

08/03/1999 NTHA11 00000177 75285305

DO NOT USE THIS SPACE

01 FC:481 40.00 DP

02 FC:482 50.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

ROBERT V. VICKERS

Name of Person Signing

Signature

7/30/99

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks

Box Assignments

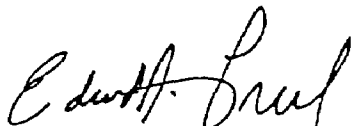
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GUARDIAN ROYALTY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GUARDIAN ROYALTY LLC" UNDER THE NAME OF "GUARDIAN ROYALTY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2949304 8100M

AUTHENTICATION: 9403566

981425735

DATE: 11-13-98

**CERTIFICATE OF MERGER
 OF
 GUARDIAN ROYALTY CORPORATION
 INTO
 GUARDIAN ROYALTY LLC**

The undersigned limited liability company, organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation and formation of the constituent corporation and limited liability company, respectively, are as follows:

Name	State of Incorporation/Formation
Guardian Royalty Corporation	Delaware
Guardian Royalty LLC	Delaware

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by Guardian Royalty Corporation in accordance with the requirements of Sec. 264 of the General Corporation Law of the State of Delaware and by Guardian Royalty LLC in accordance with the requirements of Section 18-209(b) of the Limited Liability Company Act of the State of Delaware.

THIRD: That the name of the survivor of the merger is Guardian Royalty LLC.

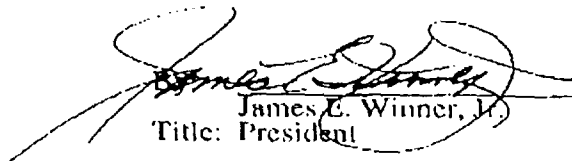
FOURTH: That the Certificate of Formation of Guardian Royalty LLC, a Delaware limited liability company, the survivor, shall be the Certificate of formation of the survivor.

FIFTH: That the executed agreement and plan of merger is on file at the principal place of business of the survivor. The principal place of business of the survivor is 32 West State Street, Sharon, PA 16146.

SIXTH: That a copy of the agreement and plan of merger will be furnished by the survivor, on request and without cost to any stockholder of Guardian Royalty Corporation or any member of Guardian Royalty LLC.

IN WITNESS WHEREOF, Guardian Royalty LLC has caused this Certificate of Merger to be signed by James E. Winner, Jr., its authorized officer, this 28th day of September, 1998.

GUARDIAN ROYALTY LLC


 James E. Winner, Jr.
 Title: President